



NETCENTS TECHNOLOGY INC.

1000 - 1021 West Hastings Street, Vancouver, BC V6E 0C3
T (604) 343-4547, www.net-cents.com

NOTICE OF 2020 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Take notice that the 2020 annual general meeting (the “**2020 Meeting**”) of shareholders of Netcents Technology Inc. (the “**Company**”) will be held at 1000 - 1021 West Hastings Street, Vancouver, British Columbia, Canada on December 22, 2020 at 10:15 a.m., local time, for the following purposes:

1. To receive the audited financial statements of the Company for the financial year ended October 31, 2019 (with comparative statements relating to the preceding fiscal period) together with the report of the auditors therein;
2. To fix the number of directors at three (3);
3. To elect directors of the Company for the ensuing year;
4. To appoint the auditors and to authorize the directors to fix their remuneration;
5. To transact such further or other business as may properly come before the 2020 Meeting or any adjournment or adjournments thereof.

In light of ongoing concerns related to the spread of COVID-19, and in order to mitigate potential risks to the health and safety of the Company’s employees, shareholders are strongly encouraged to vote on the matters before the 2020 Meeting by proxy rather attend the 2020 Meeting in person. Accordingly, participants are encouraged to vote on the matters before the 2020 Meeting by proxy and to join the annual meeting, on a non-voting capacity, by teleconference.

To access the meeting by teleconference, dial toll free at 1-866-201-0079, Access Code: 515818#.

Accompanying this Notice are: the Information Circular dated November 10, 2020; a form of Proxy; and a Financial Statement Request Form. The accompanying Information Circular provides information relating to the matters to be addressed at the 2020 Meeting and is incorporated into this Notice.

The Company’s audited financial statements for the financial year ended October 31, 2019 and the related Management’s Discussion and Analysis can be viewed under the Company’s profile on www.sedar.com.

Shareholders are entitled to vote at the 2020 Meeting either in person or by proxy. Those who are unable to attend the 2020 Meeting are requested to read, complete, sign and mail, phone or email the enclosed form of Proxy in accordance with the instructions set out in the Proxy and in the Information Circular accompanying this Notice. Please advise the Company of any change in your mailing address.

DATED at Vancouver, British Columbia the 10th day of November, 2020.

BY ORDER OF THE BOARD

(signed) “*Clayton Moore*”

Clayton Moore
Chief Executive Officer